

[ONLY FOR TRANSLATION PURPOSES, THE FILLED OUT AND SIGNED PROXY NEEDS TO BE IN DUTCH]

PROXY ¹

The undersigned:
(full name and address of the shareholder)

Owner – joint owner – bare owner – usufructuary – pledgor – pledgee ²
(delete as appropriate)

of _____ registered shares – non material shares
(delete as appropriate)

of MELEXIS NV, with registered office at Rozendaalstraat 12, 8900 Ieper, listed in the register of legal persons of Ieper with company number 0435.604.729.

Herewith appoints as special proxy holder:
(name, place of birth, date of birth and address)

To whom he/she grants proxy to:

1. Participate on his/her behalf in the **ordinary general meeting of shareholders** of MELEXIS NV that will be held on Monday April 22nd, 2013 at 11h am at Rozendaalstraat 12, 8900 Ieper with the following agenda:

AGENDA ORDINARY GENERAL MEETING

1. Perusal of the annual report of the board of directors on the financial year 2012 including comments on the remuneration report included in the corporate governance statement.
2. Perusal of the control report of the statutory auditor on the financial year 2012.
3. Approval of the remuneration report on the financial year 2012

Proposed resolution: *The general meeting approves the remuneration report on the financial year 2012.*

4. Perusal of the consolidated annual accounts on the financial year 2012
5. Approval of the annual accounts on the financial year 2012 and allocation of the financial result.

Proposed resolution: *Subsequent to the perusal of the annual report and the report of the statutory auditor and after discussion of the annual accounts, the annual accounts on the financial year 2012 are approved.*

The ordinary result amounts to EUR 77,255,043.57. Including the result carried forward from the financial year 2011, the total result to be appropriated for the financial year 2012 amounts to EUR 92,563,029.29. The general meeting decides to allocate the result to be appropriated as determined in the annual accounts on the financial year 2012, as follows:

- result to be carried forward: EUR 53,468,063.40
- gross dividend: EUR 26,260,000.00
- addition to other reserves: EUR 15,823,370.69
- withdrawal from reserves: EUR 2,988,404.80

6. Discharge of the directors.

Proposed resolution: *The directors are discharged for their mandate executed during the previous financial year. The president explains that there have been no actions during the previous financial year that concerned a breach of the articles of association or the Belgian Companies Code (“BCC”), as referred to in article 554 BCC.*

7. Discharge of the statutory auditor.

Proposed resolution: *The statutory auditor is discharged for its mandate executed during the previous financial year.*

8. Resignation of two independent directors

Proposed resolution: *The meeting accepts the resignation of the following independent directors, in accordance with article 526ter BCC and provision 2.3 of the Corporate Governance Code, with effect from today:*

- *Phix Focus Inc., with registered office at 600 SE Maritime Avenue, Vancouver, Washington 98661, United States of America, with legal representative Mr. Steven R. Hix, residing at 3507 Northwest 14th Avenue, Camas, Washington 98607, United States of America;*
- *Ms. Jenny Claes, residing at Kerseleerveld 10, 2820 Bonheiden, Belgium.*

The meeting thanks the resigning directors for the way they exercised their mandate, and for the contribution they have delivered to the development of the company.

9. Appointment of two new independent directors and determination of their remuneration

Proposed resolution: *The meeting decides to proceed to the appointment of two new independent directors, in accordance with article 526ter BCC and provision 2.3 of the Corporate Governance Code, and appoints for this function, for a period of four years, with effect as from today and ending immediately after the ordinary general meeting of shareholders of 2017:*

- *Mr. Shiro Baba, residing at 4-9-17 Tokura 185-0003, Kokubunji, Tokyo, Japan;*
- *Procexcel BVBA, with registered office at Kerseleerveld 10, 2810 Bonheiden, Belgium, listed in the Register for Legal Persons of Mechelen with company number 845.762.695, with permanent representative Ms. Jenny Claes, aforementioned.*

From information available to the company and from information provided by both directors it appears that they satisfy the applicable requirements with respect to independence.

The directors will receive an annual remuneration of EUR 15,000.00 for this mandate.

10. Recognition of the end of the auditor mandate

Proposed resolution: *The meeting takes note of the end of the 3-year mandate of BDO Bedrijfsrevisoren BV ovve CVBA, with registered office at Da Vincilaan 9 – bus E6, 1930 Zaventem, Elsinore Building – Corporate Village, listed in the Register for Legal Persons of Brussels with company number 431.088.289, with permanent representative Mr. Gert Claes, auditor, and this with effect as from today.*

11. Renewal of the mandate of the statutory auditor and determination of its remuneration

Proposed resolution: *Following the proposal by the board of directors, the meeting decides to renew the mandate of BDO Bedrijfsrevisoren BV ovve CVBA, with registered office at Da Vincilaan 9 – box E6, 1930 Zaventem, Elsinore Building – Corporate Village, listed in the register for Legal Persons of Brussels with company number 431.088.289, as statutory auditor of the company for a period of three financial years, of which the first financial year is 2013, and ending immediately after the annual general meeting of shareholders of 2016 with regard to financial year 2015. Ms. Veerle Catry, auditor, having her office at Guldensporenpark 100, block K, 9820 Merelbeke, is appointed as permanent representative of the statutory auditor.*

The annual remuneration of the statutory auditor amounts to 32,210 EUR, excl. VAT. This amount is adjusted annually in relation to the index of consumer prices.

2. Participate on his/her behalf in every meeting that would be held with same agenda in the event that the scheduled ordinary general meeting could not be validly held, to deliberate and to cast all votes.
3. Issue all statements, to accept or to reject all amendments, to sign all deeds, minutes and attendance lists, to substitute and generally to do all that is useful or necessary in the framework of items 1 and 2 of this proxy with promise of approval and ratification by the undersigned.

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Voting instructions

Complete your voting instructions here:

1. Annual report of the board of directors on the financial year 2011, etc.
(does not involve a vote)
2. Control report of the statutory auditor on the financial year 2012.
(does not involve a vote)
3. Approval of the remuneration report on the financial year 2012.
for against abstain
4. Perusal of the consolidated annual accounts on the financial year 2012.
5. Approval of the annual accounts on the financial year 2012 and allocation of the financial result.
for against abstain
6. Discharge of the directors.
for against abstain
7. Discharge of the statutory auditor.
for against abstain
8. Resignation of two independent directors.
Phix Focus Inc., represent. **for against abstain**
By Mr. Steve Hix
Ms. Jenny Claes **for against abstain**
9. Appointment of two new independent directors and determination of their remuneration
Mr. Shiro Baba **for against abstain**
Procexcel BVBA, represent.
By Ms. Jenny Claes **for against abstain**
10. Recognition of the end of the auditor mandate

(does not involve a vote)

11. Renewal of the mandate of the statutory auditor and determination of its remuneration.

BDO Bedrijfsrevisoren BV
ovve CVBA, represent. By
Ms. Veerle Catry

for

against

abstain

Done at [location] on: [date]

Signature of the shareholder
(preceded by the hand-written words
"Good for proxy")

If the shareholder is not a natural person:

Name of the individual signatory:

Function:

who certifies being authorized to sign this proxy for and on behalf of the shareholder identified on page 1.

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¹ This proxy is not a proxy solicitation and cannot be used in the cases contemplated by articles 548 and 549 of the Companies Code.

² In accordance with articles 9 and 29 of the articles of association the joint owners, the pledgors and pledges, the bare owners and usufructuaries of shares are requested to appoint one single proxy holder.